EXHIBIT BE

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Sent: Thur 4/17/2014 6:18:29 PM Eastern Daylight Time
Subject: Sundar Pichai discussion

We travelled A LOT of ground in 30m. Short summary is a lot of what we know – Cast is their bet, they have a separate team we need to work with (and he is going to introduce me to Mario Quieroz, who reports to Sundar, and responsible for Cast - Jamie's peer). He want's us to help the Cast team nail the right audio solution and he is interested in our commitment.

Longer summary: Sundar is a Sonos user. Relatively recently but very happy and was just in the process of adding a SUB. His pet missing feature is Grouping Players (which I asked him to tell Chris Yerga that it's a requested feature) in Google play. He is a music fan and his family is very happy with the Sonos.

My script:
I am going to be candid on our motivation, as I know your time is quite precious. Our focus is achieving a healthy mobile/tablet ecosystem for our future. While our mission is very focused on filling everyone's home with music, our strategy for control and interacting with our customers is though Phones and Tablets. Today, iOS dominates in our customer base and that's not healthy for us. We have a good relationship with Apple but they, at their core, are win/lose so good relationships are always about power with them. What we found with Google Android / Google Play Music was a win/win partner and that's been a common theme from the beginning.

The architectural swivel however, spooked us. We don't have religion around the architecture but the precious resource we have is great software teams and leverage with other partners - MRP needed both. I think you will hear from Dave B. that we worked hard to make this a success and just as we approached the launched, there was change in direction. We were planning on really working hard with Jamie's team though the holiday season to make a lot of noise around this work and are now trying to figure out if that is even possible.

As for partners - Pandora, for example, called us and want to know how to use the cast framework. Spotify is doing their weird and propriety thing. And Apple Airplay (audio) is ripe for disruption. However, we both are caught without a good path to articulate now.

I am just trying to figure out what you're really driving towards and if there are more architectural changes in the future. Can you give me a picture of what happened and what your motivation is?

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He inherited several teams and they had competitive efforts. He needed to make a call, for all the same reasons of having your precious software teams work on soothing that has leverage and Cast, he felt, had longer term legs as the "digital home" becomes real. He is confident Cast is good for video and less confident they have thought though Audio and was hoping that's where we could help. He apologized for the last minute changes but said he had to make decisions and in this case there wasn't a "both" path. He loves the Google music/Sonos integration and really appreciates our focus and attention to detail. He has also heard we have been good to work with and he does believe in win/win's but he can't do something special for Sonos only.

I told him that we wanted nothing special, in fact that was a part of the motivation for the discussion as we wanted to align with the direction, or decide we wouldn't and then wait for the next appropriate opportunity. I gave him the example that we didn't support Apple Airplay but had worked a lot with Apple on how to improve it for multi-room, and not requiring their complied code in the players, which Apple used, but had instead focus on Dave B/Jamie's team to build a superior experience with Google – what we just shipped. The teams had really enjoyed working with Dave B and Jamie's teams and I think that if he checked they would say we approached all technical differences with a win/win, customer experience focus. He agreed this was the case. He then said that he didn't see why this wouldn't work well and if I had any concerns.

I gave him my speech on tracks: The atomic unit of music is a track. It's what people want to share (alone or in a collections) and it's what I would have imagined the greater Google would want visibility into, as well as Sonos, but this wasn't clearly a focus for the Cast work. For MRP's strengths/weaknesses, it did have this property. He agreed that this was important and if missing was a hole assuming my description was correct (he felt I had a deeper understanding of the vertical than he did). He would take this and do a skip level with the Cast team and understand how they planned to cover this item. He also urged us to help them solve for this need and we got into the discussion of if we had ever met the Cast team. I told him I knew only a little from ChromeCast (which I had at home) and we had background discussions with some of the Cast team but nothing substantial. He said he would introduce me to his report, Mario, who he would ask to make sure allocated the time and had answers for these concerns. I agreed we would meet with Mario and his team and be open, candid, and approach them the same way we worked with Dave's team. He asked that I ping him if it's not going well or there is an insurmountable issue but he felt the Cast team needed help in Audio and we should find a good reception there.

Next steps – Sundar to intro me to Mario and us meet with that team ASAP to surface any issues. He will send a note to Chris Yerga on grouping Players, and he asked that we continue to support Jamie's Play Music team.